

Thomas M. Spera
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Counsel for The MathWorks, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

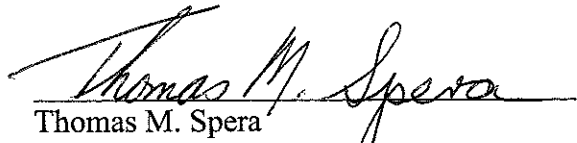
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In re:	: Chapter 11
	: :
GENERAL MOTORS CORP., <i>et al.</i> ,	: Case No. 09-50026 (REG)
	: (Jointly Administered)
Debtors.	: :
-----X	

**WITHDRAWAL, *WITHOUT PREJUDICE*, OF THE LIMITED OBJECTION OF THE
MATHWORKS, INC. TO NOTICE OF (I) DEBTORS'
INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,
UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY AND
(II) CURE AMOUNTS RELATED THERETO**

PLEASE TAKE NOTICE that The MathWorks, Inc. ("MathWorks"), hereby withdraws, without prejudice, its limited objection ("Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (hereinafter the "Notice") [Docket #1091, filed June 15, 2009]. While the MathWorks has successfully entered into a Letter Agreement with the Purchaser, it reserves all rights in law and equity, including the right to re-assert the Objection, pending the Purchaser's payment of the mutually agreed cure amount set forth in the Letter Agreement.

Dated: July 27, 2009

Respectfully submitted,

A handwritten signature in cursive script, reading "Thomas M. Spera", written over a horizontal line.

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CERTIFICATE OF SERVICE

I, Thomas M. Speva, hereby certify that on the 27th day of July, 2009, I served a true and accurate copy of the attached pleading upon the following parties by overnight mail to their offices at:

Diana G. Adams, Esq.
Office of the U.S. Trustee for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004

General Motors Corporation
Attn: Warren Command Center, Mailcode 480-206-114
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090-9025

Weil, Gotshal & Manges
Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.
767 Fifth Avenue
New York, NY 10153

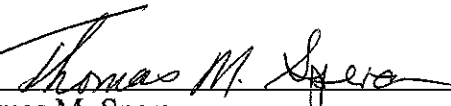
John J. Rapisardi, Esq.
Cadwalader, Wickersham & Taft, LLP
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New York, NY 10281

Matthew Feldman, Esq.
U.S. Department of Treasury
1500 Pennsylvania Avenue NW, Room 2312
Washington, DC 20220

Michael J. Edelman, Esq.
Michael L. Schein, Esq.
Vedder Price, P.C.
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Kenneth Eckstein, Esq.
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1177 Avenue of the Americas
New York, NY 10036

Chambers Copy
Honorable Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 621
New York, NY 10004-1408

By: 
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